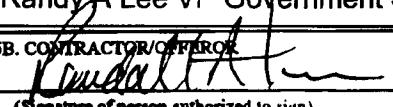
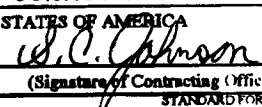


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. P00009		3. EFFECTIVE DATE SEE BLOCK 16C		4. REQ./PURCH REQ.#		5. PROJECT NO. (IF APPLICABLE)	
6. ISSUED BY NAVAL INVENTORY CONTROL POINT 5450 CARLISLE PIKE, P.O. BOX 2020 MECHANICSBURG, PA 17055-0788		7. ADMINISTERED BY SAME AS BLOCK 6 S.C. JOHNSON CODE: 0272.5 PHONE: (717) 605-1548 EMAIL: SYLVIA C JOHNSON@ICPMECH.NAVY.MIL		8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) ASAP SOFTWARE EXPRESS, INC. 850 ASBURY DRIVE ATTN: GOVERNMENT SALES BUFFALO GROVE, IL 60089		9A. AMENDMENT OF SOLICITATION NO.	
CODE OET53		FACILITY CODE		9B. DATED (SEE ITEM 11)		10A. MODIFICATION OF CONTRACT/ORDER N00039-98-A-3003 GS-35F-4027D	
				X 10B. DATED (SEE ITEM 13) 20-Aug-98			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offers <input type="checkbox"/> is <input type="checkbox"/> is not extended.							
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. ACCOUNTING AND APPROPRIATION DATA (if required) N/A							
13. THIS ITEM APPLIES ONLY TO THE MODIFICATION OF CONTRACTS/ORDERS AS SPECIFIED ITEM 14.							
		A. THIS CHANGE ORDER IS ISSUED PURSUANT TO:		THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE			
		CONTRACT ORDER NO. IN ITEM 10A.					
		B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).					
X		C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 43.103(a)(3)					
		D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor		<input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 2 copies.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (including solicitation/contract subject matter where feasible.)							
THE PURPOSE OF THIS MODIFICATION IS TO UPDATE THE PRODUCTS MADE AVAILABLE UNDER THE BPA. SEE PAGE 2 DISTRIBUTION: (2) PURCHASE FOLDER (2) CONTRACTOR (1) PMO - SPAWAR SAN DIEGO, CA 92152, ATTN: D829/PEGGY HARPE (1) FMO - SPAWAR NORFOLK, VA 23501, ATTN: CODE 645.2JAKKI RIGHTMEYER							
Except as provided herein, all other terms and conditions of the contract remain unchanged and in full force and effect.							
15A. NAME AND TITLE OF SIGNER (Type or print) Randy A Lee VP Government Sales				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) S. C. JOHNSON CONTRACTING OFFICER			
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED 05/31/02		16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 05/31/02	
NSN 7540-01-132-8070 PREVIOUS EDITION UNUSABLE		30-103 (SPOC OVPF) (REV 10-84) (LOCAL)		STANDARD FORM 5 (REV. 10-80) Prescribed by GSA FAR (at CFR) 53.241			

1. The following items are hereby incorporated into Attachment A to the BPA.

PRODUCT	P/N	UNIT PRICE
VISIO PRO 2002 LICENSE ONLY	D87-00769	\$265.87
VISIO PRO UPGRADE ADVANTAGE	D87-00115	\$153.07
PROJECT 2000 LICENSE ONLY	076-01151	\$226.43
PROJECT UPGRADE ADVANTAGE	076-00306	\$170.78
OFFICE XP PRO WIN32 ENGLISH	269-04652	\$299.52
OFFICE PRO WIN32 UPGRADE ADVANTAGE	269-00752	\$225.25
OFFICE XP PRO WITH FRONTPAGE	B68-00076	\$374.35
OFFICE XP PRO WITH FRONTPAGE UPGRADE ADVANTAGE	B68-00602	\$288.42
EXCHANGE CLIENT 2000 ENGLISH	381-01445	\$43.18
EXCHANGE CLIENT WINNT UPGRADE ADVANTAGE	381-00235	\$18.16
EXCHANGE 2000 ENT SERVER LICENSE	395-01743	\$2,569.80
EXCHANGE ENT UPGRADE ADVANTAGE	395-00372	\$708.29
WINDOWS 2000 CLIENT	C78-00113	\$19.14
WINDOWS CLIENT UPGRADE ADVANTAGE	C78-00116	\$16.20
WINDOWS 2000 SERVER LICENSE ONLY	C11-00222	\$474.42
WINDOWS SERVER UPGRADE ADVANTAGE	C11-00226	\$397.45
SQL SERVER 2000 STD LICENSE ONLY	228-00753	\$427.53
SQL SERVER STD UPGRADE ADVANTAGE	228-00215	\$250.49

2. All other terms and conditions remain unchanged.

PRODUCT	OPTION YR 3 09/20/01 - 09/19/02	OPTION YR 4 09/20/02 - 09/19/03	OPTION YR 5 09/20/03 - 09/19/04
DESKTOP CONFIGURATIONS			
ENHANCED DESKTOP: MICROSOFT OFFICE PROFESSIONAL MICROSOFT WINDOWS 32-BIT UPGRADE MICROSOFT BACKOFFICE CAL MICROSOFT UPGRADE ADVANTAGE - 3 YRS			
ENHANCED DESKTOP - LUMP SUM PAYMENT PRICING SINGLE PAYMENT ONLY WITH NO ADDITIONAL PAYMENTS UPGRADE PROTECTION IS PROVIDED FOR 3 YRS REFER TO BPA PARAGRAPH 1.05.3	\$575.00	N/A	N/A
ENHANCED DESKTOP - ANNUAL PAYMENT PRICING 1 OF 3 PAYMENTS - REFER TO BPA PARAGRAPHS 1.05.1 AND 1.05.2	\$195.08	\$195.08	\$195.08
ENHANCED DESKTOP - ONE YEAR UPGRADE ADVANTAGE RENEWAL THIS RENEWAL OPTION IS ONLY AVAILABLE FOR EXISTING ENROLLEES THAT HAVE MADE THEIR THIRD AND FINAL PAYMENT AND WHOSE STAY CURRENT RIGHTS (UPGRADE ADVANTAGE) HAS EXPIRED OR WILL EXPIRE IN OPTION YR 2 (2001).	\$195.08	\$195.08	\$195.08
STANDARD DESKTOP: MICROSOFT OFFICE PROFESSIONAL MICROSOFT WINDOWS 32-BIT UPGRADE MICROSOFT WINDOWS CAL MICROSOFT EXCHANGE CAL MICROSOFT SMS CAL MICROSOFT UPGRADE ADVANTAGE - 3 YRS			
STANDARD DESKTOP - LUMP SUM PAYMENT PRICING SINGLE PAYMENT ONLY WITH NO ADDITIONAL PAYMENTS UPGRADE PROTECTION IS PROVIDED FOR 3 YRS	\$541.60	N/A	N/A
STANDARD DESKTOP - ANNUAL PAYMENT PRICING 1 OF 3 PAYMENTS DUE ANNUALLY ON THE FOLLOWING YEAR'S OPTION RENEWAL DATE	\$183.75	\$183.75	\$183.75
STANDARD DESKTOP - ONE YEAR UPGRADE ADVANTAGE RENEWAL THIS RENEWAL OPTION IS ONLY AVAILABLE FOR EXISTING ENROLLEES THAT HAVE MADE THEIR THIRD AND FINAL PAYMENT AND WHOSE STAY CURRENT RIGHTS (UPGRADE ADVANTAGE) HAS EXPIRED OR WILL EXPIRE IN OPTION YR 2 (2001).	\$183.75	\$183.75	\$183.75
BASIC DESKTOP: MICROSOFT OFFICE PROFESSIONAL MICROSOFT WINDOWS CAL MICROSOFT EXCHANGE CAL MICROSOFT UPGRADE ADVANTAGE - 3 YRS			
BASIC DESKTOP - LUMP SUM PAYMENT PRICING SINGLE PAYMENT ONLY WITH NO ADDITIONAL PAYMENTS UPGRADE PROTECTION IS PROVIDED FOR 3 YRS	\$378.51	N/A	N/A
BASIC DESKTOP - ANNUAL PAYMENT PRICING (1 OF 3 PAYMENTS) 1 OF 3 PAYMENTS DUE ANNUALLY ON THE FOLLOWING YEAR'S OPTION RENEWAL DATE	\$127.46	\$127.46	\$127.46
BASIC DESKTOP - ONE YEAR UPGRADE ADVANTAGE RENEWAL THIS RENEWAL OPTION IS ONLY AVAILABLE FOR EXISTING ENROLLEES THAT HAVE MADE THEIR THIRD AND FINAL PAYMENT AND WHOSE STAY CURRENT RIGHTS (UPGRADE ADVANTAGE) HAS EXPIRED OR WILL EXPIRE IN OPTION YR 2 (2001).	\$127.46	\$127.46	\$127.46

PRODUCT	P/N	OPTION YR 3 09/20/01 - 09/19/02	OPTION YR 4 09/20/02 - 09/19/03	OPTION YR 5 09/20/03 - 09/19/04
VISIO PRO 2002 LICENSE ONLY	D87-00769	\$265.87	\$265.87	\$265.87
VISIO PRO UPGRADE ADVANTAGE - 2 YRS	D87-00115	\$153.07	\$153.07	\$153.07
PROJECT 2000 LICENSE ONLY	076-01151	\$226.43	\$226.43	\$226.43
PROJECT UPGRADE ADVANTAGE - 2 YRS	076-00306	\$170.78	\$170.78	\$170.78
OFFICE XP PRO WIN32 ENGLISH	269-04652	\$299.52	\$299.52	\$299.52
OFFICE PRO WIN32 UPGRADE ADVANTAGE - 2 YRS	269-00752	\$225.25	\$225.25	\$225.25
OFFICE XP PRO WITH FRONTPAGE	B68-00076	\$374.35	\$374.35	\$374.35
OFFICE XP PRO WITH FRONTPAGE UPGRADE ADVANTAGE - 2 YRS	B68-00602	\$288.42	\$288.42	\$288.42
EXCHANGE CLIENT 2000 ENGLISH	381-01445	\$43.18	\$43.18	\$43.18
EXCHANGE CLIENT WINNT UPGRADE ADVANTAGE - 2 YRS	381-00235	\$18.16	\$18.16	\$18.16
EXCHANGE 2000 ENT SERVER LICENSE	395-01743	\$2,569.80	\$2,569.80	\$2,569.80
EXCHANGE ENT UPGRADE ADVANTAGE - 2 YRS	395-00372	\$708.29	\$708.29	\$708.29
WINDOWS 2000 CLIENT	C78-00113	\$19.14	\$19.14	\$19.14
WINDOWS CLIENT UPGRADE ADVANTAGE - 2 YRS	C78-00116	\$16.20	\$16.20	\$16.20
WINDOWS 2000 SERVER LICENSE ONLY	C11-00222	\$474.42	\$474.42	\$474.42
WINDOWS SERVER UPGRADE ADVANTAGE - 2 YRS	C11-00226	\$397.45	\$397.45	\$397.45
SQL SERVER 2000 STD LICENSE ONLY	228-00753	\$427.53	\$427.53	\$427.53
SQL SERVER STD UPGRADE ADVANTAGE - 2YRS	228-00215	\$250.49	\$250.49	\$250.49
MEDIA AND DOCUMENTATION:				
OFFICE PRO XP MEDIA		\$21.15	\$21.15	\$21.15
OFFICE PRO XP DOCUMENTATION		\$24.88	\$24.88	\$24.88
WINDOWS 2000 MEDIA		\$21.15	\$21.15	\$21.15
WINDOWS 2000 DOCUMENTATION		\$24.88	\$24.88	\$24.88